

**Entertainment Cinemas Lebanon, LLC**

**AMENDED, SUPPLEMENTAL AND CONFIRMATORY  
CERTIFICATE OF LIMITED LIABILITY COMPANY  
RESOLUTIONS AND AUTHORITY OF**

**Pursuant to 28 U.S.C. § 1746, I, William Hanney, and Entertainment Management Corp.,** being the members of **Entertainment Cinemas Lebanon, LLC**, a New Hampshire limited liability company (the “Members” and “Company”), hereby certify that each of the resolutions set forth in Exhibit A, Certified Resolutions (the “Resolutions”) were duly and lawfully adopted by us by unanimous consent at a meeting held on March 12, 2021 at 9:00 AM and became effective on that date and at that time (the “Effective Date and Time”).

1. Each of the Resolutions is in full force and effect.
2. There is no provision in the membership or operating agreement of the Company which (a) precluded the Members from adopting the Resolutions or (b) the Company from taking the actions authorized, directed or contemplated by them.

**SUBSCRIBED** and sworn to under penalties of perjury on this date.

Dated: **April 1, 2021**

  
\_\_\_\_\_  
William Hanney, Member

Dated: **April 1, 2021**

  
\_\_\_\_\_  
**Entertainment Management Corp., Member  
By William J. Hanney, its duly authorized sole  
Shareholder and Director**

**EXHIBIT A**

**CERTIFIED RESOLUTIONS**

This Exhibit is attached to and incorporated into the Certificate of Limited Liability Company Resolutions and Authority as fully as if completely set forth therein. Except as otherwise defined in this Exhibit, all capitalized words, terms and phrases defined in the Certificate itself shall have and be given the same meaning when used herein.

**RESOLVED:**

That in the judgment of the Members, it is desirable and in the best interests of the Company, its creditors, member(s) and other interested parties, that a petition is to be filed by the Limited Liability Company seeking relief under the provision of Subchapter V of Chapter 11, Title 11, United States Code ("Subchapter V," "Chapter 11" and the "Code").

**RESOLVED:**

That William Hanney is authorized and directed, on behalf of and in the name of the Company, to execute and verify a Voluntary Petition for relief under the Code in substantially in the same form as that set out in the Official Forms of Bankruptcy and to cause the same to be filed with the United States Bankruptcy Court for the District of New Hampshire as soon as practicable.

**RESOLVED:**

That William Hanney is authorized to execute and file all petitions, schedules, lists and other papers as soon as practicable and to take any and all action which they deem necessary or proper in connection with the Chapter 11 case.

**RESOLVED:**

That William Hanney is authorized and empowered to retain the law firm of William S. Gannon PLLC to assist with the preparation and filing of the Voluntary Petition under Chapter 11 of the Bankruptcy Code and act as general bankruptcy counsel to represent the Company in all matters during such Chapter 11 proceedings.

**RESOLVED:**

That William Hanney is authorized and empowered to retain the law firm of McLane & Middleton to act as special counsel to represent the Company in connection with the state court action captioned *Miracle Mile Realty, LLC v. Entertainment Cinemas Lebanon, LLC*, 452-2021-LT-00004 (2<sup>nd</sup> Cir. Dist. Div. 2021).